

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
) Jointly Administered
)
Debtors.)

**CERTIFICATION OF COUNSEL RE: ORDER ESTABLISHING SCHEDULE OF
POST-TRIAL BRIEFING AND RELATED MATTERS**

1. Confirmation Hearings have taken place in these cases on September 8-17 and October 13-14, 2009. As a result of those hearings, the Court has directed the preparation of an Order that governs Post-Trial Briefing and other related post-trial matters.

2. On the morning of October 16, 2009, the Debtors circulated a draft Order Establishing Schedule of Post-Trial Briefs and Related Matters and asked for comments with respect to the Order by 4:00 p.m. eastern. The Debtors received several comments. As a result,

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-gulch West Coal Company, H-G Coal Company.

23520

of those comments, a few changes were made to the draft Order. However, the Debtors were unable to resolve the issue raised by Anderson Memorial Hospital ("AMH").


3. AMH objects to paragraph 1 B. of the draft Order in which the Debtors outline the issues unique to AMH which are subject to the separate AMH briefing schedule (discrimination as to AMH, classification of AMH and Good Faith as to AMH) and which issues overlap with those of the other parties and are to be on the same schedule as all of the other parties (Best Interest and Feasibility.) AMH's counsel objects to the language of 1.B. but has failed to specify any other issues that it seeks to address and how those issues should be briefed. The Debtors believe that the draft Order they have prepared is consistent with the Court's rulings of October 14, 2009.

4. As a result, the Debtors request entry of the Attached Order which the Debtors believe accurately reflects the Courts' directions and rulings and which has not been objected to by any party other than AMH.

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In re:)	Chapter 11
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Debtors.)	(Jointly Administered)
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**ORDER ESTABLISHING SCHEDULE OF POST-TRIAL BRIEFING AND RELATED
MATTERS**

In connection with the Confirmation Hearings in this case, this Court hereby enters the following scheduling order for post-trial briefing and related matters:

1. **Post-Trial Briefs.** The following schedule applies to Post-Trial Briefs:
 - A. Post-Trial Briefs on all issues other than the issues unique to Anderson Memorial Hospital ("AMH") identified below:
 - Initial Post-Trial Briefs without hyper-links due on November 2, 2009.

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- Initial Post-Trial Briefs with hyper-links due on November 9, 2009.
 - Reply Briefs without hyper-links due on November 20, 2009.
 - Reply Briefs with hyper-links due on December 2, 2009.
- B. Post-Trial Briefs on AMH specific issues, namely discrimination as to AMH, classification of AMH and Good Faith as to AMH (the “AMH Issues”) shall be due on the following dates:
- AMH’s Post-Trial Brief on the AMH Issues without hyper-links due December 8, 2009.
 - AMH’s Post-Trial Brief on the AMH Issues with hyper-links due on December 11, 2009.
 - Reply Briefs on the AMH Issues without hyper-links due on December 23, 2009.
 - Reply Briefs on the AMH Issues with hyper-links due on December 28, 2009.

Post-Trial briefs by AMH on issues that overlap with those of the other parties, namely Feasibility and Best Interest, shall be due on the dates outlined in paragraph 1 A. above.

There shall be no continuances of any of these dates and no changes shall be made to the briefs once they are initially filed in the non hyper-linked version.

2. **Exhibits and Deposition and Other Prior Testimony Designations.**

On October 27, 2009, the Debtors shall provide to the Court (a) a final chart of all exhibits, which chart shall reflect: (i) which exhibits have been admitted into evidence and which have not; (ii) the rulings of the Court with respect to any restrictions placed on the admission of any exhibits and/or references to the Stipulations of the parties containing any such restrictions; and (iii) the objections to all exhibits not admitted; (b) final charts and binders of deposition and other prior testimony designations, which shall outline any objections to such designations still being pursued; and (c) a CD which contains all charts, exhibits and deposition and other prior

testimony designations. Unless otherwise ordered by the Court, no further arguments will take place with respect to the admission of exhibits or deposition and other prior testimony designations; and the Court shall consider any pending objections or restrictions with respect to the exhibits or deposition and other prior testimony designations in the context of reviewing the post-trial briefs.

3. **Closing Arguments.** Closing arguments shall take place on January 6 and 7, 2010 and shall be allotted the following time to be divided evenly between the Plan Proponents and the Plan Objectors and further divided up among the sides by agreement of the parties:

- Part I (Libby) -- 3 hours total;
- Part II (Traditional Insurer Issues) -- 3 hours total;
- Part II (Non-Insurer Issues – BNSF, State of Montana, Garlock, Maryland Casualty Company, National Union, FFIC, Longacre) – 3 hours total;
- Part IV (General) -- 4 hours total; and
- Part III (Lenders) -- 3 hours total.

The times allowed above for closing arguments are subject to modification, as necessary, in the discretion of the Court. In the event the arguments do not conclude on January 7, 2009, the Lender arguments shall be deferred to the next available Court date.

4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Pittsburgh, Pennsylvania
Dated: 10/26, 2009


Honorable Judith K. Fitzgerald
United States Bankruptcy Judge